

CALLISTER NEBEKER & McCULLOUGH

A PROFESSIONAL CORPORATION
ATTORNEYS AT LAW
ZIONS BANK BUILDING
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SALT LAKE CITY, UTAH 84133
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original to
fireproof
copy to
incoming
C/007/0035
X

Brian W. Burnett

TO CONTACT WRITER DIRECTLY

(801) 530-7428

brianburnett@cnmlaw.com

May 21, 2009

HAND DELIVERED

Angela Nance
Utah Division of Oil, Gas & Mining
1594 West North Temple, Suite 1210
Salt Lake City, UT 84116-3154

Re: Sunnyside Cogeneration Associates – Permit No. C/007/035

Dear Ms. Nance:

Enclosed please find three sets of original documents which include the Rider to Pledge and Escrow Agreement dated as of February 22, 2006, Stipulation to Revise Reclamation Agreement and Affidavit of Qualification. As you requested, I have obtained signatures from Wells Fargo Bank and Sunnyside Cogeneration Associates on these documents. Please execute these documents and send me two originals. I will send Wells Fargo Bank one of the originals.

Thank you for your cooperation in this regard. If you have any questions, please feel free to contact me.

Sincerely,

CALLISTER NEBEKER & McCULLOUGH



Brian W. Burnett

BWB:ias
Enclosures

EXHIBIT "D"

Stipulation to Revise Reclamation Agreement (Non-Federal)

Bond Number:

RIDER

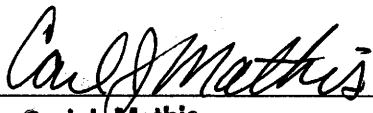
PLEDGE AND ESCROW AGREEMENT

This rider is intended to modify the Pledge and Escrow Agreement ("Agreement"), dated January 4, 2002 made and entered into by and among Wells Fargo Bank Northwest, National Association, now known as Wells Fargo Bank, N.A., as escrow agent (the "Escrow Agent"), Sunnyside Cogeneration Associates, a joint venture between Sunnyside Holdings I, Inc., A Delaware Corporation, and Sunnyside II, L.P., A Delaware Limited Partnership, ("SCA"), and the State of Utah, Division of Oil, Gas & Mining ("DOGM"), regarding Permit No. C/007/035.

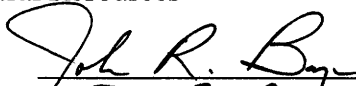
It is mutually understood and agreed by the Escrow Agent, SCA and DOGM that the bond amount is hereby increased from \$1,747,000 to \$1,775,000. All other items and conditions of said bond except as herein expressly modified shall remain unchanged.

The rider shall be effective as of the 22nd of February, 2006.


WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION, now known
as Wells Fargo Bank, N.A., as Escrow
Agent

By: 
Name: Carl J. Mathis
Title: Vice President
Date: 4/17/09

UTAH DIVISION OF OIL, GAS &
MINING, a Division of the Department of
Natural Resources


By: 
Name: John R. Bazz
Title: Director
Date: 5/26/09

SUNNYSIDE COGENERATION
ASSOCIATES, a Utah joint venture,
composed of:

By: SUNNYSIDE HOLDINGS I,
INC., a Delaware corporation, a
joint venture partner
By: 
Name: Greg B. Lawyer
Title: President
Date: 1/21/09

By: SUNNYSIDE II, L.P., a Delaware
limited partnership, a joint venture
partner

By: SUNNYSIDE II, INC., a
Delaware corporation, the
general partner of
Sunnyside II, L.P.

By: 
Name: Stephen B. Gross
Title: Vice President
Date: 4/24/09

Permit Number: C/007/035

Effective Date: 02/22/2006

Bond Number:

COAL
STIPULATION TO REVISE RECLAMATION AGREEMENT
--ooOOoo--

This **STIPULATION TO REVISE RECLAMATION AGREEMENT** entered into by and between, Sunnyside Cogeneration Associates, the **PERMITTEE** and **DIVISION** incorporates the following revisions or changes to the **RECLAMATION AGREEMENT**:
(Identify and Describe Revisions below)

As a result of SCA's bond renewal amendment submitted on December 12, 2005 and approved on February 22, 2006, the bond amount is revised from \$1,747,000 to \$1,775,000 with a rider to the Pledge and Escrow Agreement (originally dated January 4, 2002).

In accordance with this **STIPULATION TO REVISE RECLAMATION AGREEMENT**, the following Exhibits have been replaced by the **PERMITTEE** and are approved by the **DIVISION**.

- ☐ Replace the Reclamation agreement in its entirety.
- ☐ Replace Exhibit "A"- permit area.
- ☐ Replace Exhibit "B"- bonding agreement
- ☐ Replace Exhibit "C"- liability insurance

The bonding amount is revised from \$1,747,000 to \$1,775,000.

The bonding type is changed from _____ to _____.

The surface disturbance is revised from _____ acres to _____ acres.

The expiration date is revised from _____ to _____.

The liability insurance carrier is changed from _____ to _____.


The amount of insurance coverage for bodily injury and property damage is changed from \$ _____ to \$ _____.

IN WITNESS WHEREOF, Sunnyside Cogeneration Associates, the **PERMITTEE** has hereunto set its signature and seal this 24th day of April, 2009.

PERMITTEE


SUNNYSIDE COGENERATION ASSOCIATES, a Utah joint venture, composed of:

By: SUNNYSIDE HOLDINGS I, INC., a Delaware corporation, a joint venture partner

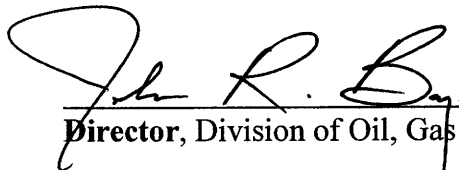
By: 
Name: Greg B. Lawyer
Title: President
Date: 4/21/09

By: SUNNYSIDE II, L.P., a Delaware limited partnership, a joint venture partner

By: SUNNYSIDE II, INC., a Delaware corporation, the general partner of Sunnyside II, L.P.

By: 
Name: Stephen B. Gross
Title: Vice President
Date: 4/24/09

ACCEPTED BY THE STATE OF UTAH this 26th day of May, 2009.


Director, Division of Oil, Gas and Mining

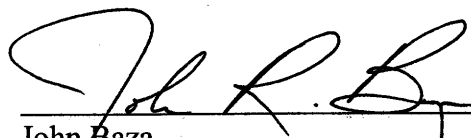
NOTE: An **Affidavit of Qualification** must be completed and attached to this form for each authorized agent or officer. Where one signs by virtue of Power of Attorney for a company, such Power of Attorney must be filed with this Agreement. If the **PERMITTEE** is a corporation, the Agreement shall be executed by its duly authorized officer.

**AFFIDAVITS
OF
QUALIFICATION**

Bond Number

**AFFIDAVIT OF QUALIFICATION
DIRECTOR
--ooOOoo--**

John Baza, being first duly sworn under oath, deposes and says that he is the Director for the Division of Oil, Gas and Mining, Department of Natural Resources, State of Utah; and that he is duly authorized to execute and deliver the foregoing obligations; and that said Director is authorized to execute the same by authority of laws on behalf of the State of Utah.



John Baza
Director, Division of Oil, Gas and Mining

STATE OF Utah)
COUNTY OF Salt Lake) ss:

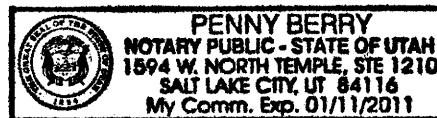
Subscribed and sworn to before me this 26 day of May 2009.



Notary Public

My Commission Expires:

1/11/, 2011.



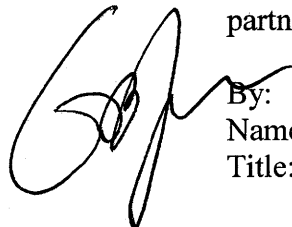
Bond Number:

**AFFIDAVIT OF QUALIFICATION
PERMITTEE
--ooOOoo--**

We, Greg B. Lawyer and Stephen B. Gross, being first duly sworn under oath, depose and say that we are the authorized agents of Sunnyside Cogeneration Associates; and that we are duly authorized to execute and deliver the foregoing obligations; and that said PERMITTEE is authorized to execute the same and has complied in all respects with the laws of Utah in reference to commitments, undertakings and obligations herein regarding Permit No. C/007/035.

SUNNYSIDE COGENERATION ASSOCIATES, a
Utah joint venture, composed of:

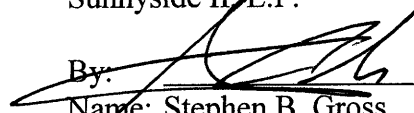
By: SUNNYSIDE HOLDINGS I, INC., a
Delaware corporation, a joint venture
partner



By: _____
Name: Greg B. Lawyer
Title: President

By: SUNNYSIDE II, L.P., a Delaware limited
partnership, a joint venture partner

By: SUNNYSIDE II, INC., a Delaware
corporation, the general partner of
Sunnyside II L.P.

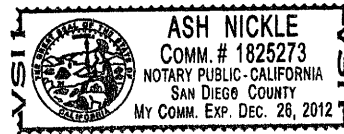


By: _____
Name: Stephen B. Gross
Title: Vice President

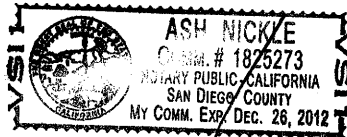
Bond Number

SUNNYSIDE HOLDINGS I, INC.

STATE OF CA)
COUNTY OF San Diego) ss:



Subscribed and sworn to before me this 21st day of April, 2009.



[Signature]
Notary Public

My Commission Expires:

12/26/2012

State of California
County of San Diego

Subscribed & sworn to (or affirmed)
before me this 21st day of April, 2009
by Gregory B. Lawer, proved to
me on the basis of satisfactory evidence
to be the person(s) who appeared before me

SUNNYSIDE II, L.P.

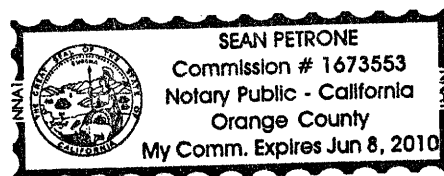
STATE OF CA)
COUNTY OF Orange) ss:

Subscribed and sworn to before me this 7th day of May, 2009.

[Signature]
Notary Public

My Commission Expires:

6/8/2010



Bond Number:

**AFFIDAVIT OF QUALIFICATION
INSTITUTION (Bank or Agency)
--ooOOoo--**

I, Carl Mathis, being first duly sworn under oath, deposes and says that he is a Vice President of Wells Fargo Bank, N.A. formerly known as Wells Fargo Bank Northwest, National Association; and that he is duly authorized to execute and deliver the foregoing obligations; and that said INSTITUTION (Bank) is authorized to execute the same and has complied in all respects with the laws of Utah in reference to commitments, undertakings and obligations herein regarding Permit No. C/007/035.

Carl Mathis
Carl Mathis
Vice President

STATE OF UTAH)
) ss:
COUNTY OF SALT LAKE)

Subscribed and sworn to before me this 17th day of April 2009.

Laurel R Bailey
Notary Public

My Commission Expires:

2/12, 20 12.

